

United States Bankruptcy Court
Southern District of New York

In re: Lehman Brothers Holdings, Inc., et al.

Case No. 08-13555 (JMP) (Jointly Administered)

PARTIAL TRANSFER OF CLAIMS OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001 (e) (2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Rust Belt Holdings II, Ltd.
Name of Transferee

Deutsche Bank AG, London Branch
Name of Transferor

Name and Address where notices to transferee should be sent:

Court Claim # (if known): 66500 (superseded and replaced Court Claim # 2710)

Rust Belt Holdings II, Ltd.
PO Box 8155
New York, NY 10150
claims@rustbeltholdings.net

Amount of Claim Transferred: US\$2,544,426.11,
plus all accrued interest and outstanding amounts

with a copy to:

Alice Belisle Eaton
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019-6064
Phone (212) 373-3125
Fax (212) 492-0125
aeaton@paulweiss.com

Date Claim Filed: April 6, 2010

Phone: N/A

Last Four Digits of Acct. #: N/A

Name and Address where transferee payments should be sent (if different from above): N/A

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

Rust Belt Holdings II, Ltd.

By: John
Transferee/Transferee's Agent

Date: 5/31/12

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

Exhibit A

Evidence of Transfer

LBHI Notice of Partial Assignment

TO: United States Bankruptcy Court for the
Southern District of New York ("Bankruptcy Court")

TO: Lehman Brothers Holdings Inc. ("Debtor")
Chapter 11
Case No. 08-13555 (JMP)

Attn: Lehman Brothers Holdings Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station
P.O. Box 5076
New York NY 10150-5076
United States of America

Date: 31 May , 2012

Claim #: 66500 (supersedes and replaces Claim #: 2710 previously filed)

Deutsche Bank AG, London Branch, its successors and assigns ("Assignor"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto:

Rust Belt Holdings II, Ltd.
PO Box 8155
New York, NY 10150
claims@rustbeltholdings.net

its successors and assigns ("Assignee"), all rights, title and interest in and to the claim of Assignor, including all rights of stoppage in transit, replevin and reclamation, in the principal amount of USD2,544,426.11 plus all outstanding and accrued interest in relation thereto (the "Claim") against the Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Assignor hereby waives any objection to the transfer of the Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Claim and recognizing the Assignee as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Assignee.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated 31 May 2012.

Deutsche Bank AG, London Branch, as Assignor

By: Henry Wu

Name:

Title:

Henry Wu
Director

Heng Cheam
Heng Cheam
Director

Rust Belt Holdings II, Ltd., as Assignee

By: Alice Belisle Eaton

Name: Alice Belisle Eaton

Title: AUTHORIZED SIGNATORY

Exhibit B

Proof of Claim

United States Bankruptcy Court/Southern District of New York
 Lehman Brothers Holdings Claims Processing Center
 c/o Epiq Bankruptcy Solutions, LLC
 FDR Station, P.O. Box 5076
 New York, NY 10150-5076

In Re:
 Lehman Brothers Holdings Inc., et al.,
 Debtors
 Name of Debtor Against Which Claim is Held
 Lehman Brothers Holdings Inc.

Chapter 11
 Case No. 08-13555 (JMP)
 (Jointly Administered)
 Case No. of Debtor
 08-13555

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. Additionally, this form should not be used to make a claim for Lehman Programs Securities (See definition on reverse side.)

Name and address of Creditor: (and name and address where notices should be sent if different from Creditor)
 Goodmorning Shinhan Securities Co., Ltd.
 (now known as Shinhan Investment Co.)
 Legal Affairs Department
 8th Floor, 23-2 Yoido-dong, Youngdeungpo-Gu Seoul, South Korea 150-721
 Attn: Mr. Hoon Nam Koong

Telephone number: 82 2 3772 2164 Email Address: hkm7512@goodi.com

Name and address where payment should be sent (if different from above)

Telephone number: Email Address:

1. Amount of Claim as of Date Case Filed: \$ 13,842,060.91

If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete Item 5.

If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9), complete Item 6.

Check this box if all or part of your claim is based on a Derivative Contract.

Check this box if all or part of your claim is based on a Guarantee.

*IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO <http://www.lehman-claims.com> AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on <http://www.lehman-claims.com> if claim is a based on a Derivative Contract or Guarantee.

2. Basis for Claim: Swap Transaction Guarantees
 (See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor:

3a. Debtor may have scheduled account as:

(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: Real Estate Motor Vehicle Other

Describe:

Value of Property: \$ _____ Annual Interest Rate _____ %

Amount of arrearage and other charges as of time case filed included in secured claim, if any:

\$ _____ Basis for perfection:

Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____

6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9): \$ _____
 (See instruction #6 on reverse side.)

7. Creditors: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. Attach redacted copies of documents providing evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are voluminous, attach a summary.

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

Documents attached to original claim and to derivative questionnaire or guarantee questionnaire

Date: 31th, May 2010 Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

Van Koong, Hoon (head of Legal Affairs Team)

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

PROOF OF CLAIM

Filed: USBC - Southern District of New York
 Lehman Brothers Holdings Inc., et al.
 08-13555 (JMP) 0000066500



THIS SPACE IS FOR COURT USE ONLY

Check this box to indicate that this claim succeeds a previously filed claim.

Court Claim
 Number: 2710
 (If known)

Filed on: 2/11/2009

Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check this box if you are the debtor or trustee in this case.

5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(e). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim:

Domestic support obligations under 11 U.S.C. § 507(e)(1)(A) or (e)(1)(B).
 Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(e)(4).
 Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).
 Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).
 Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
 Other - Specify applicable paragraph of 11 U.S.C. § 507(a).

Amount entitled to priority:

\$ _____

FOR COURT USE ONLY

FILED / RECEIVED

APR 06 2010

EPIC BANKRUPTCY SOLUTIONS, LLC

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form

Name of Debtor, and Case Number:

YOU MUST INDICATE THE SPECIFIC DEBTOR AGAINST WHICH YOUR CLAIM IS ASSERTED, INCLUDING THE NAME OF THE DEBTOR AND THE RELATED CASE NUMBER (DEBTORS AND CASE NUMBERS LISTED BELOW), IN THE SPACE ALLOTTED AT THE TOP OF THE CLAIM FORM.

08-13555	Lehman Brothers Holdings Inc.	08-13905	CES Aviation LLC
08-13600	LB 745 LLC	08-13906	CES Aviation V LLC
08-13885	Lehman Brothers Commodity Services Inc.	08-13907	CES Aviation EX LLC
08-13888	Lehman Brothers Special Financing Inc.	08-13908	East Dover Limited
08-13893	Lehman Brothers OTC Derivatives Inc.	09-10108	Luxembourg Residential Properties Loan Finance S.a.r.l.
08-13899	Lehman Brothers Derivative Products Inc.	09-10137	BNC Mortgage LLC
08-13900	Lehman Commercial Paper Inc.	09-10558	Structured Asset Securities Corporation
08-13901	Lehman Brothers Commercial Corporation	09-10560	LB Rose Ranch LLC
08-13902	Lehman Brothers Financial Products Inc.	09-12516	LB 2080 Kalakaua Owners LLC
08-13904	Lehman Scottish Finance L.P.	08-13664	PAMI Smiler Arms LLC

If your claim is against multiple debtors, complete a separate form for each debtor.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4, 5 and 6. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the Claims Agent at the following address:

Lehman Brothers Holdings Claims Processing
'c/o Epiq Bankruptcy Solutions, LLC
FDR Station, PO Box 5076
New York, NY 10150-5076

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor, or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, fier, certificate of title, financing statement, or other document showing that the fier has been filed or recorded.

Derivative Contract

A contract that is any of (i) a "swap agreement" as such term is defined in section 101(53B) of the Bankruptcy Code or (ii) a "forward contract" as such term is defined in section 101(25) of the Bankruptcy Code. A cash-market purchase or sale of a security or loan (i.e. any purchase or sale of a security or loan for settlement within the standard settlement cycle for the relevant market), exchange-traded future or option, securities loan transaction; repurchase agreement in respect of securities or loans, and any guarantee or reimbursement obligations which would otherwise be included in the definition of such terms in the Bankruptcy Code shall not be considered a

Derivative Contract for the purposes of this definition nor shall any notes, bonds, or other securities issued by the Debtors or their affiliates (including, but not limited to, Lehman Brothers Holdings Inc., Lehman Brothers Treasury Co. B.V., Lehman Brothers Bankhaus AG, Lehman Brothers Holdings plc, Lehman Brothers Securities N.V., and Lehman Brothers (Luxembourg) Equity Finance S.A.).

Guarantee

A promise, representation or agreement to answer for the payment of some debt or the performance of some duty in case of the failure of another person or entity who is liable in the first instance.

Lehman Programs Securities

Lehman Programs Securities means those securities included on the Lehman Programs Securities list available on <http://www.lehman-docket.com> as of July 27, 2009.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim, or you may access the Claims Agent's system (<http://www.lehman-docket.com>) to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

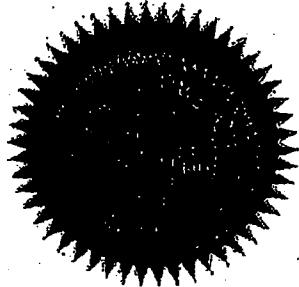
서울시 영등포구 여의도동 25-4
신승빌딩 301 호
[제 41호 서식]

공증
인가
법무법인 대 일

{전화} 02-783-8515
{팩스} 02-785-4575

Registered No. 2009 - 314

NOTARIAL CERTIFICATE



LAW FIRM DAE-IL

25-4 Shinsong B/D 301, Youido-Dong,
Youngdeungpo-gu Seoul, Korea.

This Power of Attorney is made this Twelfth day of February, Two Thousand and Nine by GoodMorning Shinhan Securities Co., Ltd., a corporation organized and existing under the laws of Republic of Korea, having its head office located at GoodMorning Shinhan Tower, 23-2, Yoido-Dong, Youngdeungpo-Gu, Seoul, 150-712, Korea ("GMSH"). GMSH by these presents does hereby make, constitute and appoint Nam Koong, Hoon (Passport No. [YP2027151], an officer of GMSH) as its attorney ("Attorney") with full power and authority (including full power of substitution and revocation) to do any or all of the following in the name and on behalf of GMSH:

1. To prepare, execute and deliver, or to authorize and arrange the preparation, execution and delivery of such application forms and supporting documents (each in such form as the Attorney shall in his absolute discretion determine) as may be required by the High Court of the Hong Kong Special Administrative Region and the Provisional Liquidators in respect of the order for winding-up of Lehman Brothers Commercial Corporation Asia Limited, and the United States Bankruptcy Court for the Southern District of New York and the Trustees in respect of the bankruptcy filing of Lehman Brothers Holdings Inc.
2. To execute such other documents and to do all such other lawful acts and things on behalf of GMSH as the Attorney may in his absolute discretion consider appropriate in connection with any of the foregoing or otherwise for the purpose of implementing any of the transactions contemplated by the aforesaid agreements and other documents.
3. To do or to authorize all such other lawful acts and things on behalf of GMSH as the Attorney may in his absolute discretion consider appropriate in connection with GMSH's activities as a creditor of Lehman Brothers Commercial Corporation Asia Limited and Lehman Brothers Holdings Inc., including but not limited to filing a proof of claim, attending creditors' meetings and court hearings, filing appropriate motions with the courts, and receiving notices, payments, or other documents issued or delivered by the courts or other authorized persons to do so.

Name	Title	Specimen Signature
Nam Koong, Hoon (Passport No. [YP 2027151])	Head of Legal Affairs Department	<i>Nam Koong, Hoon</i>

This Power of Attorney is effective as of the date hereof and shall remain effective until revoked or cancelled by GMSH.

Any and all powers herein granted may be revoked at any time. This Power of Attorney shall forthwith become null and void in case that Attorney shall cease to be an officer of GMSH or its affiliates.

This Power of Attorney is governed by, and shall be construed in accordance with, the laws of the Republic of Korea.

IN WITNESS WHEREOF, GMSH has caused these presents to be executed in its name by Nam Koong, Hoon, Head of Legal Affairs Department, under its corporate seal as of the day and year first above written.

GoodMorning Shinhan Securities Co., Ltd.

President & CEO Lee, Dong Gail



서울특별시 영등포구 여의도동 25-4
(신송빌딩 301호)
(제43호서식)

공증인가 법무법인 대일

TEL : (02)783-8515
(02)783-7676
FAX : (02)783-8510

등부 2009년 제 314 호

Registered No. 2009 - 314

인 증

Notarial Certificate

Jun, Hyuk

위 위임장에
굿모닝신한증권 주식회사
기재된 대표이사 이동걸
의 대리인 전현은
본적이 면접에서 위 본인이
서명날인 한 것임을 확인하였다.

attorney-in-fact of
GoodMorning Shinhan Securities Co., Ltd.
President & CEO Lee, Dong Gil
appeared before me and
admitted said principal's
subscription to the
attached Power of Attorney

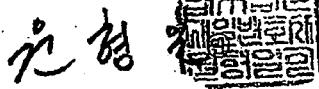
2009년 2월 12일
이 차무소에서 위 인증한다.

This is hereby attested on
this 12 day of FEB
2009 at this office

공증인가 법무법인 대일

주소 서울시 영등포구 여의도동 25-4
(신송빌딩 301호)

공증담당변호사



LAW FIRM DAE-IL

25-4 Shinsong B/D 301,
Youido-Dong, Youngdeungpo-gu
Seoul, Korea

Attorney-at-Law

Jun Hyung Il

Hyung Il Won

This office has been authorized
by the Minister of Justice, the
Republic of Korea, to act as
Notary Public since
March, 23, 1999.
Under Law No. 3594

PWK
ATTORNEYS

**PEITZMAN
WEG &
KEMPINSKY LLP**

10100 Santa Monica Boulevard
Suite 1450
Los Angeles, California 90067
Telephone: (310) 552-3100
Facsimile: (310) 552-3101

April 5, 2010

VIA EXPRESS MAIL

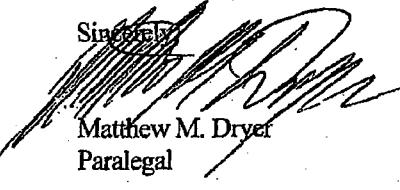
Lehman Bros. Holdings Claims Processing
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, PO Box 5076
New York, NY 10150-5076

Re: Court Claim No. 2710

To Whom It May Concern:

Please find enclosed the amended proof of claim for Goodmorning Shinhan Securities Co., Ltd, which is now known as Shinhan Investment Co. Also enclosed is a stamped self addressed envelope; please return a conformed copy of the proof once it has been filed. Thank you.

Sincerely,

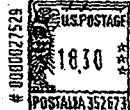

Matthew M. Dryer
Paralegal

Enc.

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Date of Pickup		Scheduled Date of Delivery	
4/5/10		Month	4/6
Mo. Day Year		COO Fee	Insured Fee
Time of Pickup		12 AM	12 AM
3:00 PM		18.30	
Pmt Rate (1 or 2nd)		18.30	
1st Day Priority Rate		Acceptance Postmarked	
3:15 PM			
PMT RATE			
METHOD OF PAYMENT		Delivery Address	
KNIGHT AND CROCKER INC INC		Time	Employee Signature
FROM: KNIGHT & CROCKER INC INC		12 PM	
10100 SANTA MONICA BLVD		12 PM	
LOS ANGELES CA 90067-6115		12 PM	
RECEIVED			
APR 9 8 2010			
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